



## GLOBAL-ESTATE RESORTS, INC.

### CHARTER OF THE EXECUTIVE COMMITTEE

The Board of Directors (the “Board”) of Global-Estate Resorts, Inc. (the “Corporation” or “Company”) hereby adopts this Charter of the Executive Committee (the “Committee”).

#### I. **MEMBERSHIP**

##### A. **Composition**

The Committee shall be composed of not less than three (3) members of the Board, including the Chairman thereof.

##### B. **Qualifications**

Each member of the Committee shall have qualifications and none of the disqualifications provided under the Manual. The Committee has to be composed in such a way that it possesses, as a group, the necessary knowledge, skills and experience required to properly perform its duties.

The Committee shall regularly review its composition, taking into account the evolving requirements of the Corporation, and best practices in corporate governance.

##### C. **Term**

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless removed or replaced by the Board.

##### D. **Vacancy**

In case any vacancy or vacancies should occur on the Committee other than removal or expiration of term, due to death, resignation or other causes, the remaining Directors, may fill the vacancy by election from among the members of the Board.

##### E. **Compensation**

The members of the Committee shall receive such compensation as the Board of Directors may fix and determine.

#### II. **OPERATION**

##### A. **Meetings**

The Committee shall meet at such times and places as it considers appropriate, preferably at

least four (4) times a year. The Chairman of the Committee, any Committee member, or the Corporate Secretary of the Corporation, may call a meeting of the Committee.

The Chair shall preside in all meetings. In the absence of the Chair, any member shall preside. Meetings may be held, and the members can participate in meetings of the Committee, through teleconference, video conference or other similar means.

**B. Quorum**

Attendance of at least two (2) Committee members shall constitute a quorum for all meetings.

**C. Voting**

The affirmative vote of a majority of such quorum shall be required to authorize any corporate action.

**D. Notices**

A notice of each meeting of the Committee specifying the place, date, time, and agenda and matters to be discussed during the meeting shall be given to each member of the Committee personally, in writing or orally, or sent to him by mail, facsimile, electronic mail or other similar means at least two (2) days prior to the date of the meeting. Each member shall give the Committee Secretary his address, facsimile number and electronic mail address for the service of notices of meetings. A member may waive notice of any meeting of the Committee and may consent to shorter notice of any meeting. Any Committee meeting called by shorter notice shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum.

**E. Minutes and Record**

The Committee Secretary shall maintain minutes or other records of the Committee meetings and activities.

**III. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

Pursuant to the New Manual of Corporate Governance (the "Manual"), the Executive Committee shall act by majority vote of all its members on such specific matters within the competence of and as may be delegated by the Board except with respect to the following:

- a. Approval of any action for which a shareholders' approval is also required;
- b. Filling of vacancies in the Board;
- c. Amendment or repeal of By-Laws or the adoption of new By-Laws;
- d. Amendment or repeal of any resolution of the Board, which by its express terms is not so amenable or repealable; and

- e. Distribution of cash dividends to the shareholders.

The Committee will have such other duties and responsibilities as may be assigned to it from time to time by the Board of Directors.

#### **IV. MISCELLANEOUS**

##### **A. Access to Information**

The Committee shall have free and full access to all relevant information, data, records and personnel of the Corporation.

##### **B. Technical Assistance**

The Corporate Secretary, the management and all personnel of the Corporation shall provide assistance and support to the Committee.

The Committee may also invite such members of management and other resource persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate.

All resources necessary for the Committee to perform its duties and functions shall be provided by the Corporation, at its expense.

##### **C. Records/Confidentiality**

The Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.

##### **D. Annual Review/Self-Evaluation**

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board. The Committee shall conduct a yearly self-evaluation of its own performance.

##### **E. Effectivity**

This Charter shall take effect when approved by the Board.